

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., et al.

Debtors.

Chapter 11

Case No. 01-1139 (JKF)

Objection Deadline: November 17, 2005 at 4:00 p.m.
Hearing: Schedule if Necessary (Negative Notice)

**NOTICE OF FILING OF
SEVENTEENTH MONTHLY INTERIM APPLICATION OF
SWIDLER BERLIN LLP, COUNSEL TO
DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE**

TO: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Asbestos personal Injury Claimant; (5) Counsel to the Official Committee of Asbestos Property Damage Claimants; (6) Counsel to the Official Committee of Equity Holders; and (7) Counsel to the Debtors-in-Possession Lender; and (8) the Fee Auditor

Swidler Berlin LLP, counsel to David T. Austern, Future Claimants' Representative (the "FCR"), has filed and served its Seventeenth Monthly Application of Swidler Berlin LLP for Compensation for Services Rendered and Reimbursement of Expenses as counsel to the FCR for the time period September 1, 2005 through September 30, 2005 seeking payment of fees in the amount of \$11,134.60 (80% of \$13,918.25) and expenses in the amount of \$288.43 for a total amount of \$11,423.03 (the "Application").

This Application is submitted pursuant to this Court's Administrative Order Under 11 U.S.C. Sections 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members entered on March 17, 2003 (the "Administrative Order").

Objections or responses to the Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, Fifth Floor, Wilmington, DE 19801, on or before **November 17, 2005 at 4:00 p.m., Eastern Time.**

At the same time you must also serve a copy of the objections or responses, if any, upon the following: (i) co-counsel to David T. Austern, FCR, Roger Frankel, Esquire and Richard H. Wyron, Esquire, Swidler Berlin LLP, 3000 K Street, NW, Suite 300, Washington, DC 20007 and John C. Phillips, Esquire, Phillips, Goldman & Spence, P.A., 1200 North Broom Street, Wilmington, DE 19806; (ii) co-counsel for the Debtors, David M. Bernick, Esquire, Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, IL 60601 and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones, P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705; (iii) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038-4982 and Michael R. Lastowski, Esquire, Duane Morris, LLP, 1100 N. Market Street, Suite 1200, Wilmington, DE 19801-1246; (iv) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Blizin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, FL 33131 and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, DE 19899; (v) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, NY 10022 and Mark Hurford, Esquire, Campbell &

Levine, LLC, Chase Manhattan Centre, 15th Floor, 1201 Market Street, Suite 1500, Wilmington, DE 19801; (vi) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, IL 60606 and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, DE 19899; (vii) counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, NY 10022; (viii) the Office of the United States Trustee, ATTN: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, DE 19801; and (ix) the Fee Auditor, Warren H. Smith, Warren H. Smith and Associates, Republic Center, 325 N. St. Paul, Suite 4080, Dallas, TX 75201.

Any questions regarding this Notice or attachments may be directed to undersigned counsel.

SWIDLER BERLIN LLP

Dated: October 28, 2005

By: 

Roger Frankel, admitted *pro hac vice*
Richard H. Wyron, admitted *pro hac vice*
3000 K Street, NW, Suite 300
Washington, DC 20007
(202) 424-7500
Co-Counsel to David T. Austern, Future Claimants
Representative

--and--

PHILLIPS, GOLDMAN & SPENCE, P.A.
John C. Phillips, Jr. (#110)
1200 North Broom Street
Wilmington, DE 19806
(302) 655-4200
(302) 655-4210 (fax)
Co-Counsel to David T. Austern, Future Claimants
Representative

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
W.R. GRACE & CO., <u>et al.</u>)	Case No. 01-1139 (JKF)
Debtors.)	Objection Deadline: November 17, 2005 at 4:00p.m.
)	Hearing: Schedule if Necessary (Negative Notice)

COVER SHEET TO SEVENTEENTH MONTHLY INTERIM APPLICATION OF
SWIDLER BERLIN LLP, BANKRUPTCY COUNSEL
TO DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
SEPTEMBER 1, 2005 THROUGH SEPTEMBER 30, 2005

Name of Applicant:	Swidler Berlin LLP ("Swidler")
Authorized to Provide Professional Services to:	David T. Austern, Future Claimants' Representative (the "FCR")
Date of Retention:	Swidler Retention Order entered September 27, 2004
Period for which compensation is sought:	September 1, 2005 through September 30, 2005
Amount of Compensation (100%) sought as actual, reasonable, and necessary:	\$13,918.25
80% of fees to be paid:	\$11,134.60 ¹
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$ 288.43
Total Fees @ 80% and 100% Expenses:	\$11,423.03

¹ Pursuant to the Administrative Order entered March 17, 2003, absent timely objections, the Debtor is authorized and directed to pay 80% of fees and 100% expenses.

This is an: ___ interim X monthly ___ final application.

The total time expended for fee application preparation during this time period is 7.30 hours and the corresponding fees are \$1,598.50 and \$10.98 in expenses for Swidler's fee applications and 1.70 hours and \$576.50 in fees and \$43.05 in expenses for the FCR and/or is other professional's fee applications. Any additional time spent for this matter will be requested in subsequent monthly interim applications.

This is Swidler's seventeenth interim fee application for the period September 1-30, 2005. Swidler has previously filed the following fee applications in the case this year:

- Sixteenth interim fee application for the period August 1-31, 2005 in the amount of \$81,593.60 (80% of \$101,992.00) in fees and expenses of \$249.19
- Fifteenth interim fee application for the period July 1-31, 2005 in the amount of \$82,748.00 (80% of \$103,435.00) in fees and expenses of \$9,524.96
- Fourteenth interim fee application for the period June 1-30, 2005 in the amount of \$81,593.60 (80% of \$101,992.00) in fees and expenses of \$249.19
- Thirteenth interim fee application for the period May 1-31, 2005 in the amount of \$53,489.60 (80% of \$66,862.00) in fees and expenses of \$852.77
- Twelfth interim fee application for the period April 1-30, 2005 in the amount of \$21,802.60 (80% of \$27,253.25) in fees, expenses of \$1,560.48
- Eleventh interim fee application for the period March 1-31, 2005 in the amount of \$67,870.00 (80% of \$84,837.50) in fees, expenses of \$4,114.49
- Tenth interim fee application for the period February 1-28, 2005 in the amount of \$92,370.80 (80% of \$115,463.50) in fees, expenses of \$2,097.16
- Ninth interim fee application for the period January 1-31, 2005 in the amount of \$50,702.60 (80% of \$63,378.25) in fees, expenses of \$7,490.31

To date, Swidler has received payments from the Debtors during this year in the following amounts:

- \$157,379.89 representing 80% of fees and expenses for November and December 2004
- \$58,642.05 representing 20% holdback on fees for the time period October-December 2004
- \$58,192.91 representing 80% of fees and 100% expenses for January 2005
- \$94,467.96 representing 80% of fees and 100% expenses for February 2005
- \$58,410.49 representing 80% of fees and 100% expenses for March 2005
- \$23,363.08 representing 80% of fees and 100% expenses for April 2005
- \$54,342.37 representing 80% of fees and 100% expenses for May 2005
- \$81,842.79 representing 80% of fees and 100% expenses for June 2005

COMPENSATION SUMMARY**SEPTEMBER 2005**

<u>Name of Professional Person</u>	<u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u>	<u>Hourly Billing Rate (including changes)</u>	<u>Total Billed Hours</u>	<u>Total Compensation</u>
Monique D. Almy	Partner, 9 years in position; 18 years relevant experience; 1987, Bankruptcy	\$460.00	5.30	\$2,438.00
Roger Frankel	Partner, 22 years in position; 34 years relevant experience; 1971, Bankruptcy	\$645.00	4.40	\$2,838.00
Richard H. Wyron	Partner, 16 years in position; 26 years relevant experience; 1979, Bankruptcy	\$545.00	10.50	\$5,313.75 ²
Debra L. Felder	Associate, 3 years in position; 3 years relevant experience; 2002, Bankruptcy	\$255.00	3.90	\$994.50
Rachael M. Barainca	File Clerk	\$60.00	11.60	\$696.00
Debra O. Fullem	Senior Legal Assistant	\$195.00	8.40	\$1,638.00
Total			44.10	\$13,918.25
Blended Rate: \$357.91				

COMPENSATION BY PROJECT CATEGORY**SEPTEMBER 2005**

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Case Administration	16.40	\$2,118.00
Compensation of Professionals-Swidler	7.30	\$1,598.50
Compensation of Professionals-Other	1.70	\$576.50
Litigation	15.90	\$8,508.00
Plan and Disclosure Statement	1.30	\$708.50
Travel Time (Non-Working)	1.50	\$408.75
TOTAL	44.10	\$13,918.25

² This amount reflects a reduction of \$408.75 for the 50% discount rate non-working travel.

EXPENSE SUMMARY

SEPTEMBER 2005

<u>Expense Category</u>	<u>Total</u>
Photocopying/Printing	\$34.35
Postage/Federal Express/Courier Fees	\$29.43
Travel	\$224.65
TOTAL	\$288.43

Respectfully submitted,

SWIDLER BERLIN LLP

Dated: October 28, 2005

By: 

Roger Frankel, admitted *pro hac vice*
Richard H. Wyron, admitted *pro hac vice*
3000 K Street, NW, Suite 300
Washington, DC 20007
(202) 424-7500
Counsel to David T. Austern,
As Future Claimants' Representative

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.

Debtors.

Chapter 11

Case No. 01-1139 (JKF)

VERIFICATION

DISTRICT OF COLUMBIA, TO WIT:

Roger Frankel, after being duly sworn according to law, deposes and says:

1. I am a partner of the applicant law firm Swidler Berlin LLP ("Swidler") and have been admitted *pro hac vice* to appear in these cases.

2. I have personally performed many of the legal services rendered by Swidler as counsel to David I. Austern as Future Claimants' Representative ("FCR") and am familiar with the other work performed on behalf of the FCR by the lawyers, legal assistants, and other professionals of Swidler as set forth in the invoices attached as Exhibit A hereto.


3. I have reviewed the Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have reviewed the requirements of Local Rule 2016-2 and the Administrative Order as Amended dated April 17, 2002, and I believe the Application to be in compliance therewith.



ROGER FRANKEL

SWORN AND SUBSCRIBED TO BEFORE ME

THIS 28th DAY OF OCTOBER, 2005



Notary Public

Lori S. Williams

My commission expires Notary Public, District of Columbia
My Commission Expires 3-31-2010

EXHIBIT A
SWIDLER BERLIN LLP
INVOICES FOR THE TIME PERIOD
SEPTEMBER 1-30, 2005

SWIDLER BERLIN LLPFEDERAL IDENTIFICATION
No 13-2679676WASHINGTON, DC OFFICE
THE WASHINGTON HARBOUR
3000 K STREET, NW, SUITE 300
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TELEPHONE (212) 973-0111
FACSIMILE (212) 891-9598David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0001

INVOICE DATE: 10/21/05
INVOICE NUMBER: 293538

RE: Case Administration

FOR PROFESSIONAL SERVICES RENDERED THROUGH SEPTEMBER, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
09/01/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.30
09/02/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.20
09/02/05	Debra O. Fullem	Review docket update.	0.10
09/06/05	Roger L. Frankel	Review various docket entries.	0.30
09/06/05	Debra O. Fullem	Review docket update.	0.10
09/06/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.20
09/06/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.20
09/07/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.30
09/08/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.20
09/09/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.30

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 10/21/05
 Page 2

CLIENT: 25369
 MATTER: 0001
 INVOICE: 293538

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
09/12/05	Rachael M. Barainca	Review Court docket; download documents and distribute	0.30
09/13/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.20
09/13/05	Debra O. Fullem	Review docket update.	0.10
09/13/05	Debra L. Felder	Review docket and pleadings and update calendar of hearings and deadlines.	1.00
09/14/05	Debra L. Felder	Review docket and update calendar of hearings and deadlines.	0.10
09/14/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.20
09/14/05	Rachael M. Barainca	Update pleadings binders.	3.00
09/15/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.20
09/15/05	Debra L. Felder	Review docket and update calendar of hearings and deadlines.	0.30
09/15/05	Debra O. Fullem	Review docket update.	0.10
09/16/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.30
09/19/05	Debra L. Felder	Review docket and update calendar of hearings and deadlines (.3); review pleadings for September 26 hearing and prepare summary to R. Frankel and R. Wyron (.9); e-mails to R. Frankel, R. Wyron and J. Brownstein regarding agenda (.4).	1.60
09/19/05	Debra O. Fullem	Review docket update.	0.10
09/20/05	Debra O. Fullem	Review docket update.	0.10
09/21/05	Debra L. Felder	Review docket and update calendar of hearings and deadlines (.4); e-mails to M. Almy regarding September 26 hearing (.2).	0.60
09/21/05	Roger L. Frankel	Review and sort files.	0.30
09/21/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.30

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 10/21/05
 Page 3

CLIENT: 25369
 MATTER: .0001
 INVOICE: 293538

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
09/22/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.20
09/23/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.20
09/26/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.20
09/27/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.20
09/28/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.20
09/28/05	Rachael M. Barainca	Update pleadings binders.	4.00
09/29/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.20
09/30/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.20

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Roger L. Frankel	\$645.00	0.60	\$387.00
Debra L. Felder	\$255.00	3.60	\$918.00
Debra O. Fullem	\$195.00	0.60	\$117.00
Rachael M. Barainca	\$60.00	11.60	\$696.00
TOTAL HOURS & FEES		16.40	\$2,118.00

OTHER CHARGES	AMOUNT
Photocopy & Printing	9.75
TOTAL OTHER CHARGES	\$9.75

CURRENT INVOICE DUE.....\$2,127.75

SWIDLER BERLIN LLP

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David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

INVOICE DATE: 10/21/05
INVOICE NUMBER: 293538

OUR REFERENCE: 25369.0001

INVOICE SUMMARY

TOTAL FEES	\$2,118.00
TOTAL OTHER CHARGES	\$9.75
TOTAL AMOUNT DUE	\$2,127.75

REMITTANCE INFORMATION:

U.S. Mail:

Swidler Berlin LLP
Attn: Accounting Department
P O Box 3766
Washington, DC 20027-3766

U.S. Electronic Funds Transfer:

Name of Bank: Wachovia Bank, N.A. Washington, DC
Account Title: Swidler Berlin LLP
Account No.: 2000024531692
ABA Routing No.: 054001220

International Electronic Funds Transfer:

Name of Bank: Wachovia Bank, N.A. Washington, DC
Account Title: Swidler Berlin LLP
Account No.: 2000024531692
Swift Code: PNBPLUS33
CHIPS: 0509
ABA Routing No: 026005092

Please Note Our Reference and Invoice Numbers When Making Payment

SWIDLER BERLIN LLPFEDERAL IDENTIFICATION
NO. 13-2679676WASHINGTON, DC OFFICE
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FACSIMILE (212) 891-9598David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0011

INVOICE DATE: 10/21/05
INVOICE NUMBER: 293541

RE: Compensation of Professionals--Swidler

FOR PROFESSIONAL SERVICES RENDERED THROUGH SEPTEMBER, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
09/01/05	Debra O. Fullem	Prepare CNO for Swidler's June fee application; coordinate filing and serving.	0.30
09/01/05	Debra O. Fullem	Prepare quarterly fee application.	1.00
09/02/05	Debra O. Fullem	Prepare summary of July fees and expenses (.3); prepare draft of July fee application (1.2).	1.50
09/04/05	Richard H. Wyron	Review Notice of Quarterly Fee Application.	0.20
09/06/05	Debra O. Fullem	Prepare e-mail to J. Port at W.R. Grace regarding CNOs relating to fee applications filed by Swidler for April, May and June 2005, informing him of objection deadline expired and payments due.	0.50
09/06/05	Debra O. Fullem	Review edits from R. Wyron on quarterly filing; prepare revisions and finalize same.	1.00
09/11/05	Debra O. Fullem	Review e-mail from R. Wyron regarding examiner reports; print out fee examiner's reports and review same for certain objectionable matters.	1.00
09/13/05	Debra O. Fullem	Review fee applications and prepare reply to e-mail from S. Bossay regarding the correct quarterly fee amounts.	0.40

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 10/21/05
 Page 2

CLIENT: 25369
 MATTER: .0011
 INVOICE: 293541

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
09/13/05	Debra O. Fullem	Prepare CNO to quarterly fee application and coordinate filing of same.	0.30
09/20/05	Debra O. Fullem	Review and revise August prebills.	0.50
09/20/05	Debra O. Fullem	Review and reply to e-mail from J. Sacco regarding payment received from W.R. Grace for April, May and June invoices.	0.30
09/25/05	Richard H. Wyron	Review fee applications for 9/26 hearing.	0.30

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Richard H. Wyron	\$545.00	0.50	\$272.50
Debra O. Fullem	\$195.00	6.80	\$1,326.00
TOTAL HOURS & FEES		7.30	\$1,598.50

OTHER CHARGES	AMOUNT
Photocopy & Printing	6.00
Postage	4.98
TOTAL OTHER CHARGES	\$10.98

CURRENT INVOICE DUE.....\$1,609.48

SWIDLER BERLIN LLP

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David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

INVOICE DATE: 10/21/05
INVOICE NUMBER: 293541

OUR REFERENCE: 25369.0011

INVOICE SUMMARY

TOTAL FEES	\$1,598.50
TOTAL OTHER CHARGES	\$10.98
TOTAL AMOUNT DUE	\$1,609.48

REMITTANCE INFORMATION:

U.S. Mail:

Swidler Berlin LLP
Attn: Accounting Department
P O Box 3766
Washington DC 20027-3766

U.S. Electronic Funds Transfer:

Name of Bank: Wachovia Bank, N A Washington, DC
Account Title: Swidler Berlin LLP
Account No.: 2000024531692
ABA Routing No: 054001220

International Electronic Funds Transfer:

Name of Bank: Wachovia Bank, N A Washington, DC
Account Title: Swidler Berlin LLP
Account No.: 2000024531692
Swift Code: PNBPU33
CHIPS: 0509
ABA Routing No: 026005092

Please Note Our Reference and Invoice Numbers When Making Payment

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c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0012

INVOICE DATE: 10/21/05
INVOICE NUMBER: 293542

RE: Compensation of Professionals--Other

FOR PROFESSIONAL SERVICES RENDERED THROUGH SEPTEMBER, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
09/01/05	Debra O. Fullem	Prepare CNO for CIBC's June fee application; coordinate filing and serving.	0.30
09/06/05	Debra O. Fullem	Prepare update to fee summary chart.	0.50
09/13/05	Debra O. Fullem	Prepare CNO to quarterly fee application of D. Austern.	0.20
09/25/05	Richard H. Wyron	Review fee applications for 9/26 hearing.	0.40
09/26/05	Richard H. Wyron	Call with CIBC on fee application question.	0.30

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Richard H. Wyron	\$545.00	0.70	\$381.50
Debra O. Fullem	\$195.00	1.00	\$195.00
TOTAL HOURS & FEES		1.70	\$576.50

OTHER CHARGES	AMOUNT
Photocopy & Printing	18.60

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)

10/21/05

Page 2

CLIENT: 25369

MATTER: .0012

INVOICE: 293542

OTHER CHARGES	AMOUNT
Federal Express	24.45
TOTAL OTHER CHARGES	\$43.05

CURRENT INVOICE DUE.....\$619.55

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c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0007

INVOICE DATE: 10/21/05
INVOICE NUMBER: 293539

RE: Litigation

FOR PROFESSIONAL SERVICES RENDERED THROUGH SEPTEMBER, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
09/01/05	Monique D. Almy	Review Notice of Filing of Presentation for Omnibus Hearing Held on August 29, 2005 Filed by Speights & Runyan.	0.10
09/01/05	Roger L. Frankel	Confer with R. Wyron re estimation, CMO; telephone conference with D. Austern re Tillinghast; notes re same.	0.50
09/02/05	Monique D. Almy	Review Debtor-In-Possession Monthly Operating Reports.	0.30
09/06/05	Monique D. Almy	Review Motion to Allow Certain Insurers' Access to Exhibits to 2019 Statements Filed by Federal Insurance Company.	0.20
09/06/05	Roger L. Frankel	Review issues re mediator, strategy re same (.2); review revised questionnaire (.6).	0.80
09/06/05	Richard H. Wyron	Review attorney questionnaire; review e-mail summary from D. Felder on status; call with D. Austern.	0.80
09/06/05	Debra L. Felder	Review August 29, 2005 hearing notes and e-mail R. Wyron regarding attorney questionnaire	0.30
09/07/05	Roger L. Frankel	Review proposed discovery to attorneys; e-mails re same.	0.60

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 10/21/05
 Page 2

CLIENT: 25369
 MATTER: 0007
 INVOICE: 293539

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
09/08/05	Richard H. Wyron	Review stipulations on late filed claims prepared by Grace and respond.	0.40
09/09/05	Roger L. Frankel	Telephone conference with B. Harding re attorney questionnaire; notes re same.	0.30
09/09/05	Monique D. Almy	Review Debtors' Emergency Motion for Leave to Take Discovery of Claimants' Attorneys.	0.50
09/12/05	Monique D. Almy	Review Application Of The Official Committee Of Asbestos Property Damage Claimants To Retain Special Counsel.	0.30
09/13/05	Monique D. Almy	Review Order Appointing Mediator and Requiring Certain Action.	0.10
09/16/05	Monique D. Almy	Review Response in Opposition to Certain Insurers' Motion for Access to Exhibits to 2019 Statements Filed by Baron & Budd.	0.10
09/16/05	Monique D. Almy	Review Emergency Motion to Set the PD Committee's Motion to Strike for Hearing at the September 26, 2005 Omnibus Hearing.	0.10
09/19/05	Roger L. Frankel	Review status, strategy, hearing preparation; notes re same.	0.50
09/19/05	Monique D. Almy	Review Debtor's Objection to Application of the Official Committee of Asbestos Property Damage Claimants to Retain Special Counsel.	0.30
09/19/05	Monique D. Almy	Review Motion of Reaud, Morgan & Quinn, Inc. and Environmental Litigation Group, P C. for Clarification or Alternatively, for Modification of Case Management Order for the Estimation of Personal Injury Liabilities.	0.30
09/19/05	Richard H. Wyron	Prepare for 9/26 hearing (.8); review revised agenda and update notes (.4).	1.20
09/20/05	Richard H. Wyron	Confer with D. Austern on plan negotiations, and follow-up.	0.40
09/20/05	Roger L. Frankel	Confer with D. Austern re status, settlement issues.	0.40
09/26/05	Monique D. Almy	Attend Omnibus hearing telephonically.	2.90
09/26/05	Richard H. Wyron	Review pleadings for status conference and hearing (.7); attend hearing (2.7); calls to R. Frankel to update (.3).	3.70

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 10/21/05
 Page 3

CLIENT: 25369
 MATTER: .0007
 INVOICE: 293539

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
09/27/05	Monique D. Almy	Review Order Allowing Withdrawal of Certain Claims Filed by the Law Firm of Speights & Runyan.	0 10
09/30/05	Roger L. Frankel	Review pleadings re attorney questionnaire issue.	0.70

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Monique D. Almy	\$460.00	5 30	\$2,438.00
Roger L. Frankel	\$645.00	3 80	\$2,451.00
Richard H. Wyrton	\$545.00	6 50	\$3,542.50
Debra L. Felder	\$255.00	0 30	\$76.50
TOTAL HOURS & FEES		15.90	\$8,508.00

OTHER CHARGES	AMOUNT
Ground Transportation	51.75
Travel/Airfare	114.00
Travel/Parking	9.00
Travel/Taxis	11.00
Travel/Tolls	38.90
TOTAL OTHER CHARGES	\$224.65

CURRENT INVOICE DUE.....\$8,732.65

SWIDLER BERLIN LLP

FEDERAL IDENTIFICATION
No. 13-2679676

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THE WASHINGTON HARBOUR
3000 K STREET, NW, SUITE 300
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David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

INVOICE DATE: 10/21/05
INVOICE NUMBER: 293539

OUR REFERENCE: 25369.0007

INVOICE SUMMARY

TOTAL FEES	\$8,508.00
TOTAL OTHER CHARGES	\$224.65
TOTAL AMOUNT DUE	\$8,732.65

REMITTANCE INFORMATION:

U.S. Mail:

Swidler Berlin LLP
Attn: Accounting Department
P O Box 3766
Washington, DC 20027-3766

U.S. Electronic Funds Transfer:

Name of Bank: Wachovia Bank N.A. Washington DC
Account Title: Swidler Berlin LLP
Account No.: 2000024531692
ABA Routing No.: 054001220

International Electronic Funds Transfer:

Name of Bank: Wachovia Bank N.A. Washington DC
Account Title: Swidler Berlin LLP
Account No.: 2000024531692
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CHIPS: 0509
ABA Routing No: 026005092

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Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0008

INVOICE DATE: 10/21/05
INVOICE NUMBER: 293540

RE: Plan & Disclosure Statement

FOR PROFESSIONAL SERVICES RENDERED THROUGH SEPTEMBER, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
09/04/05	Richard H. Wyron	Review e-mails and draft response to J. Baer on "monitor" and revise.	0.80
09/06/05	Richard H. Wyron	Finalize e-mail to J. Baer on plan negotiations, monitor, etc.	0.50

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Richard H. Wyron	\$545.00	1.30	\$708.50
TOTAL HOURS & FEES		1.30	\$708.50

OTHER CHARGES	AMOUNT
TOTAL OTHER CHARGES	\$0.00

CURRENT INVOICE DUE.....\$708.50

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OUR REFERENCE: 25369.0008

INVOICE DATE: 10/21/05
INVOICE NUMBER: 293540

INVOICE SUMMARY

TOTAL FEES	\$708.50
TOTAL OTHER CHARGES	\$0.00
TOTAL AMOUNT DUE	\$708.50

REMITTANCE INFORMATION:

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P O Box 3766
Washington, DC 20027-3766

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Name of Bank: Wachovia Bank N A Washington DC
Account Title: Swidler Berlin LLP
Account No.: 2000024531692
ABA Routing No: 054001220

International Electronic Funds Transfer:

Name of Bank: Wachovia Bank N A Washington DC
Account Title: Swidler Berlin LLP
Account No.: 2000024531692
Swift Code: PNBPU33
CHIPS: 0509
ABA Routing No: 026005092

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c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0014

INVOICE DATE: 10/21/05
INVOICE NUMBER: 293543

RE: Travel Time (Non-Working)

FOR PROFESSIONAL SERVICES RENDERED THROUGH SEPTEMBER, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
09/26/05	Richard H. Wyron	Travel to and from Wilmington for omnibus hearing.	1.50

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Richard H. Wyron	\$272.50	1.50	\$408.75
TOTAL HOURS & FEES		1.50	\$408.75

OTHER CHARGES	AMOUNT
TOTAL OTHER CHARGES	\$0.00

CURRENT INVOICE DUE.....\$408.75

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Falls Church, VA 22042-0683

INVOICE DATE: 10/21/05
INVOICE NUMBER: 293543

OUR REFERENCE: 25369.0014

INVOICE SUMMARY

TOTAL FEES	\$408.75
TOTAL OTHER CHARGES	\$0.00
TOTAL AMOUNT DUE	\$408.75

REMITTANCE INFORMATION:

U.S. Mail:

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Washington, DC 20027-3766

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Swift Code: PNBPIUS33
CHIPS: 0509
ABA Routing No.: 026005092

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CERTIFICATE OF SERVICE

I, DEBRA O. FULLEM, do hereby certify that I am over the age of 18, and that on October 28, 2005, I caused the *Notice, Cover Sheet to Seventeenth Monthly Interim Application of Swidler Berlin LLP, Bankruptcy Counsel to David T. Austern, Future Claimants' Representative for Compensation for Services Rendered and Reimbursement of Expenses for the time period September 1-30, 2005, Verification and Exhibit A*, to be served upon those persons as shown on the attached Service List in the manner set forth therein.

Under penalty of perjury, I certify the foregoing to be true and correct.



Debra O. Fullem, Senior Legal Assistant
Swidler Berlin LLP

SERVICE LIST

Federal Express

Laura Davis Jones, Esquire
David W. Carickhoff, Jr., Esquire
Pachulski, Stang, Ziehl, Young & Jones P.C.
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